CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091
Regd Off.: #S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore - 560 058
Telephone: 91-80-28370282/84 Email: investors@cerebracomputers.com
Web: www.cerebracomputers.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To
The Members
Cerebra Integrated Technologies Limited
Bangalore

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Cerebra Integrated Technologies Limited ("the Company"), to consider and if thought fit, pass the Resolutions noted herein below by way of Postal Ballot/e-voting.

The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

Mr. T. S. Suresh Kumar (holding DIN: 00674759) and Mr. S. Gopalakrishnan (holding DIN: 01898255) were appointed as Independent Directors of the Company in the financial year 2014-15 for the period starting from 14th August, 2014 to 31st March, 2019. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Shareholders by way of a Special Resolution.

The Company is therefore seeking your consent for the said proposal as contained in the Special Resolutions appended below.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Karvy Fintech Private Limited (Karvy) for facilitating e-voting, as an alternate for the Members to enable them to cast their votes electronically.

The Board of Directors, at its Meeting held on 14th February, 2019 has appointed Mr. Parameshwar G Bhat, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. T. S. SURESH KUMAR (HOLDING DIN: 00674759), AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. T. S. Suresh Kumar (holding DIN: 00674759) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, and whose office shall not be liable to retire by rotation".

2. RE-APPOINTMENT OF MR. S. GOPALAKRISHNAN (HOLDING DIN: 01898255), AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. S. Gopalakrishnan (holding DIN: 01898255), as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024, and whose office shall not be liable to retire by rotation."

By order of the Board

Place : Bangalore
Date : 15th February, 2019

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:
156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore - 560 010

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder, setting out the material facts and reasons for the proposed Resolutions is annexed hereto.

2. Members have option to vote either by means of physical Postal Ballot form or through e-voting.

3. Shareholders holding Equity Shares shall have one vote per Share as shown against their holding.

4. The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, C.P. No. 11004, Membership No. FCS: 8860 as the Scrutinizer to conduct the Postal Ballot and electronic voting process in a fair and transparent manner.

5. Postal Ballot Notice along with the Postal Ballot Form is being sent to the members whose names appear in the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 15th February, 2019 ("Cut-Off Date").

6. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the member / beneficial owner as on the Cut-Off Date i.e., Friday, 15th February, 2019. Only those members whose names are recorded in the register of members / list of beneficial owners as received from the NSDL and CDSL as on the Cut-Off Date will be entitled to cast their votes by Postal Ballot (including e-voting). A person who is not a member of the Company on the Cut-Off date should treat this notice as for information purpose only.

7. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with the Company/ their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copy of the Notice is being sent by Registered Post or Speed Post along with a self-addressed postage pre-paid envelope.

8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: https://evoting.karvy.com or from the Company's website at www.cerebracomputers.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST), Tuesday, 26th March, 2019.

9. Resolutions passed by the members through Postal Ballot Form including voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.

10. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and in terms of Regulation 44 of the Listing Regulations, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Karvy as an Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sl. No. 19(B).

11. The members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.

12. The member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.

13. The e-voting period commences on Monday, 25th February, 2019 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Tuesday, 26th March, 2019. During this period, members of the Company, holding Shares either in physical or dematerialized form, as on the Cut-Off Date, that is, Friday, 15th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.

14. The Scrutinizer will submit his Report to the Chairman or Managing Director or Wholetime Director or Company Secretary of the Company or any other duly authorized person of the Company after completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by Chairman or any other duly authorized person of the Company on Thursday, 28th March, 2019 at the Registered Office and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.cerebracomputers.com and on the website of Karvy i.e.,https://evoting.karvy.com.

15. The Resolutions, if approved, shall be deemed to have been passed on the last date of voting and last date for receipt of Postal Ballot Forms i.e., Tuesday, 26th March, 2019.

16. Relevant documents referred to in the Notice and the Explanatory Statement are available for inspection by the members at the Company's Registered Office on all working days (except Saturdays, Sundays and public holidays), during business hours, from the date of dispatch of the Notice till Tuesday, 26th March 2019.

17. In case of any query/grievance with respect to voting by Postal Ballot including voting through electronic means, please visit Help & FAQ's section available at Karvy's website: https://evoting.karvy.com or send e-mail to investors@cerebracomputers.com or call Karvy on toll free number 1800 3454 001 for any further clarifications.

18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

19. The instructions for Members for voting are as under:

A. Voting through physical Postal Ballot Form:

i. A Shareholder desiring to exercise vote by Postal Ballot may complete the attached Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot, if sent by any other mode, at the expense of the registered Members/Shareholders will also be accepted.

ii. Voting Rights: Shareholders as on the Cut-Off Date, holding Equity Shares shall have one vote per Share as shown against their holding.

iii. The self-addressed envelope contains the address of the Scrutinizer appointed by the Board.

iv. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.

v. Unsigned / incomplete Postal Ballot Forms will be rejected.

vi. Duly signed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM (IST) on Tuesday, 26th March, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and no voting whether by Postal Ballot or by electronic means shall be allowed beyond the said date.

vii. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Point No. vi (above this point).

viii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

ix. In case of Shares held by companies, trusts, societies etc., the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the appropriate Resolution.

x. In case the Postal Ballot Form is signed by the holder of Power of Attorney, with reference to the power of attorney registered with the Company, the same should be mentioned in the Postal Ballot Form. In case a Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

xi. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

B. Remote e-voting facility:

In pursuance of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act and Rule 20 of the Rules, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form. The instructions and other information for Members relating to remote e-voting are as under:

i. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s):

a) Launch internet browser by typing the URL: https://evoting.karvy.com

b) Enter the login credentials (i.e. User ID and password), which are provided in the Postal Ballot Form. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

c) After entering these details appropriately, click on "LOGIN".

d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise

minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the E-Voting Event Number for Cerebra Integrated Technologies Limited.

g) On the voting page, enter the number of Shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

h) Members holding Shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

i) You may then cast your vote by selecting an appropriate option and click on "Submit".

j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolutions.

k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s)of the duly authorized representative(s), to the Scrutinizer at e-mail ID:parameshwar@vjkt.in.

They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

ii. In case a member receives physical copy of the Notice by Post [for members who see-mail addresses are not registered with the Company / Depository Participant(s)]:

a) User ID and initial password, which are provided in the Postal Ballot Form;

b) Please follow all steps from Sr. No. (a) to (k) as mentioned in above, to cast your vote.

iii. Once the vote on the resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com or contact Karvy Fintech Private Limited, Karvy Selenium Tower, B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at shobha.anand@karvy.com or

phone no. 040 – 6716 1524 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

D. Mr. Parameshwar G Bhat, Practising Company Secretary, C.P. No.11004, Membership No. FCS: 8860 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

E. The Scrutinizer will submit his Report to the Chairman or Managing Director or Whole Time Director or Company Secretary of the Company or any other duly authorized person of the Company as authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-Voting.

F. The results of the voting by Postal Ballot and e-Voting shall be announced by Chairman or any other authorized Director or Company Secretary of the Company on Thursday, 28th March, 2019 at the Registered Office of the Company. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Tuesday, 26th, March, 2019, being the last date of voting and last date for receipt of Postal Ballot Forms. The Results, along with the Scrutinizer's Report, shall be displayed on the Notice Board of the Company at its Registered Office and on the Company's website at www.cereracomputers.com and on the website of Karvy at https://evoting.karvy.com. The same shall also be communicated to the Stock Exchanges and the Depositories.

G. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. Karvy Fintech Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2:

Mr. T. S. Suresh Kumar (holding DIN: 00674759) and Mr. S. Gopalakrishnan (holding DIN: 01898255) were appointed as Independent Directors of the Company in the financial year 2014-15 for the period starting from 14th August, 2014 to 31st March, 2019. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Shareholders by way of a Special Resolution and on disclosure of such re-appointment in the Board's Report. Also, Schedule IV of the Act *inter-alia* provides for carrying out of performance evaluation by the Board before extending the term of the Independent Director Mr. T. S. Suresh Kumar and Mr. S. Gopalakrishnan have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Directors and are independent of the Management. Brief background of Mr. T. S. Suresh Kumar and Mr. S. Gopalakrishnan are exhibited in this document separately.

Considering the experience and knowledge of Mr. T. S. Suresh Kumar (holding DIN: 00674759) and Mr. S. Gopalakrishnan (holding DIN: 01898255), the Board recommends the Resolutions for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. T. S. Suresh Kumar and Mr. S. Gopalakrishnan, is concerned or interested financially or otherwise is in the said Resolutions.

Annexure to Notice

Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Particulars	**Mr. T. S. Suresh Kumar**	**Mr. S. Gopalakrishnan**
Date of Birth	3rd May, 1967	8th September, 1967
Date of Appointment	14th August, 2014	14th August, 2014
Qualifications	Bachelor of Science and Post Graduate Diploma in Marketing Management	Bachelor of Commerce
Expertise in Specific functional Area	Finance and Accounts and Business Administrator	Finance and Accounts
Number of Shares held in the Equity Capital of the Company	2,200	Nil
Names of Listed entity (other than this Listed entity) in which the person also holds the directorship and the membership of Committees of the Board.	Nil	Nil
Disclosure of relationships between Directors/KMP *inter-se*	Nil	Nil

By order of the Board

Place : Bangalore
Date : 15th February, 2019

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:
156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore - 560 010

Enclosed:

1. Postal Ballot Form
2. Self-addressed - Business Reply Envelope